

EXHIBIT I

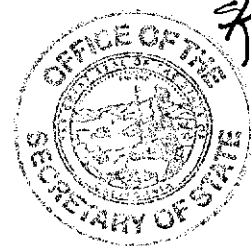
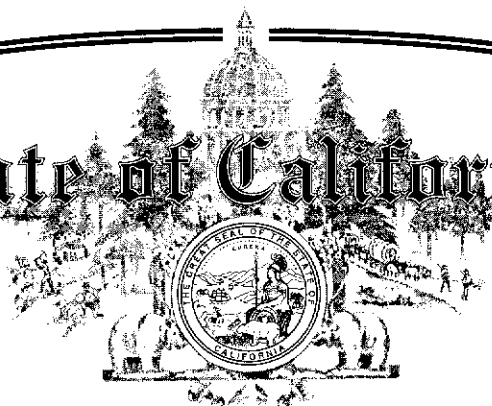
Jaroth, Inc.

ARTICLES OF INCORPORATION

&

SECRETARY OF STATE AUTHORITY

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 28 2003



Kevin Shelley
Secretary of State

ARTICLES OF INCORPORATION

1192455

OF

JAROTH, INC.

FILED

In the office of the Secretary of State
of the State of California

ONE: The name of this corporation is:

JUL 21 1986

JAROTH, INC.

March Forc EU
MARCH FORC EU, Secretary of State

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is as follows:

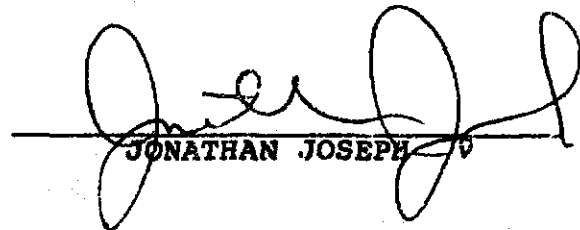
Jonathan Joseph, Esq.
3 Embarcadero Center, Suite 1830
San Francisco, CA 94111

FOUR: (a) This corporation is authorized to issue two classes of shares designated respectively "Common Stock" and "Preferred Stock" and referred to herein either as Common Stock or Common shares and Preferred Stock or Preferred shares, respectively. The total number of shares of Common Stock shall be 5,000,000, no par value. The total number of shares of Preferred Stock shall be 1,000,000.

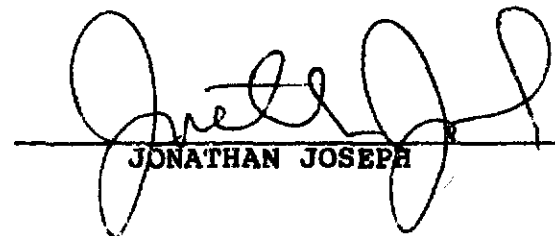
(b) The Preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred shares and determine the designation of any such series.

The Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred shares and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of the shares of that series.

Dated: July 18, 1986.


JONATHAN JOSEPH

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


JONATHAN JOSEPH

A0513519

1192455

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
JAROTH, INC., A CALIFORNIA CORPORATION**

FILED
in the office of the Secretary of State
of the State of California

SEP - 5 1998

Bill Jones
BILL JONES, Secretary of State

The undersigned hereby certify that:

1. They are the President and the Secretary, respectively, of Jaroth, Inc., a California corporation.
2. Article Four of the Articles of Incorporation of Jaroth, Inc. is hereby stricken in its entirety and restated as follows:

"FOUR: This corporation is authorized to issue only one class of shares of stock, designated Common Stock. The total number of shares of Common Stock the corporation is authorized to issue is 5,000,000, no par value."

3. The foregoing amendment to the Articles of Incorporation of Jaroth, Inc. was duly approved the Board of Directors under that certain Action by Unanimous Written Consent of the Shareholders and of the Board of Directors of Jaroth, Inc., a California Corporation, Without Meeting, dated *March 31, 1998*.
4. The foregoing amendment to the Articles of Incorporation was duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code, as amended. The total number of outstanding shares of the corporation is 10,000. All of the outstanding shares of the corporation voted in favor of the amendment under that certain Action by Unanimous Written Consent of the Shareholders and of the Board of Directors of Jaroth, Inc., a California Corporation, Without Meeting, dated *March 31, 1998*.

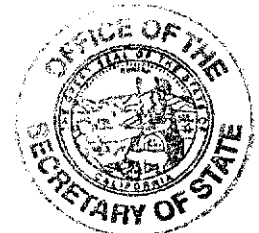
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Michael R. Zumbo
MICHAEL R. ZUMBO, President

March 31, 1998
Date

Thomas R. Keane
THOMAS R. KEANE, Secretary

March 31, 1998
Date



Form **BCA-13.15**

(Rev. Jan. 2003)

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 www.cyberdriveillinois.com

See Note 1 for payment
 instructions

APPLICATION FOR
 AUTHORITY TO
 TRANSACT BUSINESS
 IN ILLINOIS

This space for use by Secretary of State

FILED

SEP 24 2003

JESSE WHITE
 SECRETARY OF STATE

SUBMIT IN DUPLICATE!

Date 09-24-2003
 License Fee
 Franchise Tax \$ 25.00
 Filing Fee \$ 75.00
 Penalties
 (Note 1)
 Approved: \$ 100.00
D.H.

1. (a) CORPORATE NAME: Jaroth, Inc.D.H.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
 transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: California(b) Date of Incorporation: July 21, 1986(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

14472 Wicks Blvd.San Leandro, CA

(b) Address of principal office in Illinois:

None (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: CT Corporation SystemFirst NameMiddle InitialLast nameRegistered Office: 208 S. La Salle StreetNumberStreetSuite # (A.P.O. Box alone
is not acceptable.)Chicago60604CityZIP CodeCounty

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

CA, TX, AZ, NC, SC

6. Name and addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Michael Zumbo	14472 Wicks	San Leandro	CA	94577
Secretary	Thomas Keane	14472 Wicks	San Leandro	CA	94577
Director	Michael Zumbo	14472 Wicks	San Leandro	CA	94577
Director	Thomas Keane	14472 Wicks	San Leandro	CA	94577
Director					

If more than 3, attach list

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

To engage in any lawful act or activity which corporations may be organized under the General Corporate Law of California, and permitted under the Illinois Business Corporation Act of 1983.

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8. Authorized and issued shares:

Class	Series	Par Value No Par Value	Number of Shares Authorized	Number of Shares Issued
			5,000,000	10,000

(If more, attach list)

9. Paid-in Capital: \$ 10,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

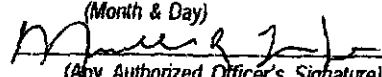
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 5,154,613
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 12,000,000.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No.
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois: N/A

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated SEPTEMBER 9, 2003
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Michael Zumbo, President
(Print Name and Title)

Jaroth, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fees due upon qualification is \$100. Any additional fees will be billed.